

Description of Transfer of Control

By this FCC Form 315, the licensee seeks Commission consent to a transfer of control as a result of the death of Richard D. Buckley, Jr., a former principal of the company.

Buckley Broadcasting Corporation ("BBC") is the managing member of the licensee, Buckley Broadcasting of California, LLC ("BBC-CA") and holds an 89% interest in the company.¹ In turn, the shareholders of BBC are four family trusts, each of which holds a 25% interest in BBC. The trusts are as follows: 1.) Richard D. Buckley Article Third (A) Trust F/B/O/ Richard D. Buckley, Jr.; 2.) Richard D. Buckley Article Third (B) Trust F/B/O Martha B. Fahnoe; 3.) Richard D. Buckley Article Third (C) Trust F/B/O/ Steven Bradford Buckley; 4.) Richard D. Buckley Article Third (D) Trust F/B/O/ Dana Buckley.²

Prior to his death, Mr. Buckley was a co-Trustee of each of these four family trusts. Constance H. Buckley, his wife, was his designated successor Trustee. Thus, upon approval of the court with jurisdiction over the trusts, she will become a co-Trustee for each of the four trusts. The remaining trustees of the trusts will remain unchanged, as will the ownership of Buckley Broadcasting of California, LLC, and BBC. Constance H. Buckley is a U.S. citizen whose contact address is 166 West Putnam Avenue, Greenwich, CT 06830.³

Accordingly, following this proposed transfer of control, the trustees of the family trusts will be as follows:

- 1.) Richard D. Buckley Article Third (A) Trust F/B/O/ Richard D. Buckley, Jr. – Trustees: Martha Fahnoe, Constance H. Buckley.
- 2.) Richard D. Buckley Article Third (B) Trust F/B/O Martha Fahnoe – Trustees: Martha Fahnoe, Constance H. Buckley,
- 3.) Richard D. Buckley Article Third (C) Trust F/B/O/ Steven Bradford Buckley – Trustees: Steven Bradford Buckley, Martha Fahnoe, Constance H. Buckley.
- 4.) Richard D. Buckley Article Third (D) Trust F/B/O/ Dana Buckley – Trustees: Dana Buckley, Martha Fahnoe, Constance H. Buckley.

¹ Additionally, the Estate of Richard D. Buckley, Jr. holds an 11% membership interest in BBC-CA.

² Richard D. Buckley, Jr. (deceased), Martha Buckley Fahnoe, Dana Buckley, and Steven Bradford Buckley are siblings.

³ Constance H. Buckley is also the proposed executor of her husband's estate. An application was filed with the Court of Probate for the State of Connecticut on August 11, 2011, seeking to appoint Constance H. Buckley as the Executor of the Estate of Richard D. Buckley, Jr.

The co-trustees control the respective trusts by majority vote, and thus, the trustees have essentially equal control over the interest held by the respective trust.

Attached hereto are the petitions that will be filed contemporaneously herewith with the Connecticut Probate Court seeking to approve and appoint Constance H. Buckley as the co-Trustee of the each of the four trusts. See Attachment 1.

Applications on FCC Form 315 seeking Commission consent to similar transfers of control are being filed simultaneously herewith for two commonly owned companies, Buckley Broadcasting of Connecticut, LLC, the licensee of radio stations WSNB(AM), Torrington, Connecticut, WDRC(AM) and WDRC-FM, Hartford, Connecticut, WWCO(AM), Waterbury, Connecticut, and WMMW(AM), Meriden, Connecticut, and Buckley Broadcasting/WOR, LLC, the licensee of radio station WOR(AM), New York, New York.⁴

In addition, FCC Form 316 applications are being filed simultaneously for the involuntary *pro forma* transfer of control of Buckley Communications, Inc. ("BCI") and Buckley Broadcasting of the San Joaquin Valley, LLC, from Richard D. Buckley, Jr. (deceased) to Constance H. Buckley, as the proposed executor of the Estate of Richard D. Buckley, Jr. BCI is the licensee of the following stations: KIDD, Monterey, CA (FIN-7721); KKBB, Bakersfield, CA (FIN-7720); KHTN, Planda, CA (FIN-20334); KWAV, Monterey, CA (FIN-7714); KUBB, Mariposa, CA (FIN-7707); KSEQ, Visalia, CA (FIN-7717); and KYZZ, Salinas, CA (FIN-15197). Buckley Broadcasting of the San Joaquin Valley, LLC is the licensee of KIOO(FM), Porterville, California.

Following the death of Richard D. Buckley, Jr., the officers of Buckley Broadcasting of California, LLC, each of whom is a U.S. citizen, are now as follows:

Joseph Bilotta
166 West Putnam Avenue
Greenwich, CT 06830
President

Martha Buckley Fahnoe
15545 Devonshire Street
Suite 311
Mission Hills, CA 91345
Vice President, Secretary

Kathy Baker
166 West Putnam Avenue
Greenwich, CT 06830
Executive Vice President

Jennifer Buckley Fox
166 West Putnam Avenue
Greenwich, CT 06830
Vice President

⁴ Buckley Broadcasting of Connecticut, LLC and Buckley Broadcasting/WOR, LLC are both wholly owned by BBC and the family trusts discussed above.

The officers and directors of Buckley Broadcasting Corporation, each of whom is a U.S. citizen, are as follows:

Joseph Bilotta
166 West Putnam Avenue
Greenwich, CT 06830
President, Chief Executive
Officer, Director

Martha Buckley Fahnoe
15545 Devonshire Street
Suite 311
Mission Hills, CA 91345
Vice President, Secretary,
Director

Jennifer Buckley Fox
166 West Putnam Avenue
Greenwich, CT 06830
Director

Steven Bradford Buckley
166 West Putnam Avenue
Greenwich, CT 06830
Vice President, Director

Dana Buckley
166 West Putnam Avenue
Greenwich, CT 06830
Vice President, Director

ATTACHMENT 1

APPLICATION FOR
CONFIRMATION OF
APPOINTMENT OF
SUCCESSOR
TRUSTEE

STATE OF CONNECTICUT
COURT OF PROBATE

To The Court Of Probate

Region No. 22

Estate Of Richard D. Buckley, Deceased (Date of Death: September 2, 1972)

The subscriber represents that:

1. I, Martha Ann Buckley Fahnoe, a trustee of the Trust under Article THIRD (A) for the benefit of Richard D. Buckley, Jr. (the "Trust"), make this application for confirmation of the appointment of Constance Buckley as successor trustee of the Trust.

2. Richard D. Buckley died on September 2, 1972. Pursuant to Article THIRD (A) of his Last Will and Testament dated May 18, 1970 (the "Will"), the Trust was established for the benefit of his son, Richard D. Buckley, Jr. and his issue.

3. Pursuant to Article FIFTH of the Will, Richard D. Buckley, Jr., Martha Ann Buckley Fahnoe and Bankers Trust Company (the "Corporate Trustee") were appointed as co-trustees of the Trust. Thereafter, the Corporate Trustee renounced its appointment as co-trustee and by Order of the Court of Probate (the "Court") for the District of Washington dated February 6, 1981, John J. Tommaney was appointed as successor trustee. John J. Tommaney continued to serve as such substitute trustee until his death on May 23, 1998. By Order of the Court dated August 9, 2000, the acts and transactions of John J. Tommaney, as such trustee, were approved and allowed as part of the triennial accounting for the period ending December 31, 1999.

4. Pursuant to Article FIFTH, the requirement of a probate bond is dispensed with because the trustees are excused by the Will from giving bond.

5. Richard D. Buckley, Jr. died on July 31, 2011. A true and correct copy of his death certificate is attached hereto as Exhibit 1. Therefore, the current trustee of the Trust is Martha Ann Buckley Fahnoe.

6. In accordance with Article FIFTH of the Will, Richard J. Buckley, Jr. was authorized to designate a successor trustee to himself by delivering a duly acknowledged written instrument to the Corporate Trustee.

7. On March 15, 2000, Richard J. Buckley, Jr. delivered a duly acknowledged written instrument appointing his spouse, Constance Buckley, as his successor directly to the Court because the Corporate Trustee had previously resigned. This document is recorded in Book 0101 at page 143, and a true and correct copy of same is attached hereto as Exhibit 2.

8. Constance Buckley is prepared to fulfill the obligations of the Trust.

The Subscriber respectfully requests a Decree be entered confirming the appointment of Constance Buckley as successor trustee of the Trust under Article THIRD (A) for the benefit of Richard D. Buckley, Jr.

Under penalties of perjury, the undersigned declares that she has read the foregoing Petition, and the facts alleged herein are true, to the best of her knowledge and belief.

Dated at August, this 24 day of _____, 2011

Martha Ann Buckley Fahnoe
MARTHA ANN BUCKLEY FAHNOE

EXHIBIT 1

REDACTED

EXHIBIT 2

DESIGNATION
OF SUCCESSOR
TRUSTEE

STATE OF CONNECTICUT
COURT OF PROBATE

DATE March 17, 2000
THE WITHIN AND FOREGOING IS A TRUE
AND ATTESTED COPY OF THE ORIGINAL
AS ON FILE WITH SAID COURT.

ATTEST

Victoria M. Fearnside
JUDGE — CLERK

PROBATE COURT, DISTRICT OF
WASHINGTON, CONNECTICUT

To The Court Of Probate, District Of Washington

RECEIVED

District No. 150

Estate Of Richard D. Buckley, Deceased (Date Of Death)

MAR 15 '00

PROBATE COURT, DISTRICT OF
WASHINGTON, CONNECTICUT

BOOK 0101 PAGE 142

The subscriber represents that:

1. I was appointed an Executor of the will (the "Will") of said deceased, and Trustee of a trust (the "Trust") created under the Third clause of the Will for the benefit of myself and my issue. I am also Trustee of the three trusts created under the Will for the benefit of my sister, Martha Ann Buckley Fanhoe, my brother, Steven Bradford Buckley and my sister, Dana Ellen Buckley, or their respective issue.
2. My sister, Martha Ann Buckley Fanhoe, was also appointed an Executor of the Will and Trustee of all trusts created thereunder.
3. Bankers Trust Company (the "corporate trustee") was nominated in the Fifth clause of the Will as an Executor of the Will and Trustee of all trusts created thereunder, but resigned as Trustee shortly after probate of the will.
4. In accordance with the Fifth clause of the Will, I have the right to designate a successor trustee to myself by delivering a duly acknowledged written instrument to the corporate trustee. According to the Fifth clause of the Will, I may alter, amend or revoke any such designation and the last such designation delivered to the corporate trustee shall be determinative if any issues arise pertaining thereto.
5. I wish to retain my position as Trustee, but seek to designate a successor to succeed me in the event of my death, disability or incapacity (collectively, the "Events"). For purposes of this

document, disability or incapacity shall mean any condition diagnosed by my physician that in his or her opinion, would prevent me from carrying out my fiduciary duties as Trustee indefinitely.


6. Inasmuch as the corporate trustee resigned, this document designating a successor Trustee is being delivered directly to this Court.

Wherefore, I hereby designate my wife, Constance Buckley, of Greenwich, Connecticut, to serve as successor Trustee to myself in the event of the occurrence of one of the Events. Such successor Trustee shall exercise all the duties and powers, discretionary or otherwise, granted to me under the Will, except that a successor shall not have the right to designate a successor to themselves. In the event that Constance Buckley is unwilling or unable to serve as successor Trustee, then I designate Martin Leader, of McLean, Virginia, it being my intention that of the said two persons, only one shall serve as my successor Trustee. This designation shall be subject to my amendment or revocation at any time prior to this Court's appointment of a successor after the occurrence of one of the Events.


Wherefore, the subscriber prays that this Court take notice of and honor, the designations made herein, and appoint one of the individuals named as Trustee, but only upon the occurrence of the Events so specified.


[Signature and Acknowledgement Begins on Page 3]

Dated at NYC, this 8TH day of MARCH, 2000

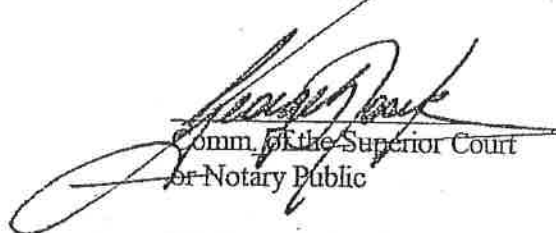

 Richard D. Buckley, Jr.
 WITNESS

WITNESS


 Name: Jos. M. Bilotta
 Address: 23 S TO NEBATA
WESTPONT CT 06880


 Name: Bob Bruno
 Address: 73 VANDERBICK LANE
MATWICK, NJ 07430

Subscribed and sworn to before me this 8TH day of MARCH, 2000,


 Comm. of the Superior Court
 or Notary Public
 My Commission Expires _____

GEORGE G. JOSEPH
 Notary Public, State of New York
 No. 01JO4843221
 Qualified in Kings County
 Commission Expires 7-31-01



APPLICATION FOR
CONFIRMATION OF
APPOINTMENT OF
SUCCESSOR
TRUSTEE

STATE OF CONNECTICUT
COURT OF PROBATE

To The Court Of Probate

Region No. 22

Estate Of Richard D. Buckley, Deceased (Date of Death: September 2, 1972)

The subscriber represents that:

1. I, Martha Ann Buckley Fahnoe, a trustee of the Trust under Article THIRD (B) for the benefit of Martha Ann Buckley Fahnoe (the "Trust"), make this application for confirmation of the appointment of Constance Buckley as successor trustee of the Trust.

2. Richard D. Buckley died on September 2, 1972. Pursuant to Article THIRD (B) of his Last Will and Testament dated May 18, 1970 (the "Will"), the Trust was established for the benefit of his daughter, Martha Ann Buckley Fahnoe and her issue.

3. Pursuant to Article FIFTH of the Will, Richard D. Buckley, Jr. Martha Ann Buckley Fahnoe and Bankers Trust Company (the "Corporate Trustee") were appointed as co-trustees of the Trust. Thereafter, the Corporate Trustee renounced its appointment as co-trustee and by Order of the Court of Probate (the "Court") for the District of Washington dated February 6, 1981, John J. Tommaney was appointed as successor trustee. John J. Tommaney continued to serve as such substitute trustee until his death on May 23, 1998. By Order of the Court dated August 9, 2000, the acts and transactions of John J. Tommaney, as such trustee, were approved and allowed as part of the triennial accounting for the period ending December 31, 1999.

4. Pursuant to Article FIFTH, the requirement of a probate bond is dispensed with because the trustees are excused by the Will from giving bond.

5. Richard D. Buckley, Jr. died on July 31, 2011. A true and correct copy of his death certificate is attached hereto as Exhibit 1. Therefore, the current trustee of the Trust is Martha Ann Buckley Fahnoe.

6. In accordance with Article FIFTH of the Will, Richard J. Buckley, Jr. was authorized to designate a successor trustee to himself by delivering a duly acknowledged written instrument to the Corporate Trustee.

7. On March 15, 2000, Richard J. Buckley, Jr. delivered a duly acknowledged written instrument appointing his spouse, Constance Buckley, as his successor directly to the Court because the Corporate Trustee had previously resigned. This document is recorded in Book 0101 at page 143, and a true and correct copy of same is attached hereto as Exhibit 2.

8. Constance Buckley is prepared to fulfill the obligations of the Trust.

The Subscriber respectfully requests a Decree be entered confirming the appointment of Constance Buckley as successor trustee of the Trust under Article THIRD (B) for the benefit of Martha Ann Buckley Fahnoe.

Under penalties of perjury, the undersigned declares that she has read the foregoing Petition, and the facts alleged herein are true, to the best of her knowledge and belief.

Dated at August, this 24 day of _____, 2011

Martha Ann Buckley Fahnoe
MARTHA ANN BUCKLEY FAHNOE

EXHIBIT 1

REDACTED

EXHIBIT 2

DESIGNATION
OF SUCCESSOR
TRUSTEE

STATE OF CONNECTICUT
COURT OF PROBATE

DATE March 17, 2000
THE WITHIN AND FOREGOING IS A TRUE
AND ATTESTED COPY OF THE ORIGINAL
AS ON FILE WITH SAID COURT.

ATTEST

Victoria M. Liberman
JUDGE — CLERK

PROBATE COURT, DISTRICT OF
WASHINGTON, CONNECTICUT

To The Court Of Probate, District Of Washington

RECEIVED

District No. 150

Estate Of Richard D. Buckley, Deceased (Date Of Death)

MAR 15 '00

PROBATE COURT, DISTRICT OF
WASHINGTON, CONNECTICUT

BOOK 0101 PAGE 142

The subscriber represents that:

1. I was appointed an Executor of the will (the "Will") of said deceased, and Trustee of a trust (the "Trust") created under the Third clause of the Will for the benefit of myself and my issue. I am also Trustee of the three trusts created under the Will for the benefit of my sister, Martha Ann Buckley Fanhoe, my brother, Steven Bradford Buckley and my sister, Dana Ellen Buckley, or their respective issue.
2. My sister, Martha Ann Buckley Fanhoe, was also appointed an Executor of the Will and Trustee of all trusts created thereunder.
3. Bankers Trust Company (the "corporate trustee") was nominated in the Fifth clause of the Will as an Executor of the Will and Trustee of all trusts created thereunder, but resigned as Trustee shortly after probate of the will.
4. In accordance with the Fifth clause of the Will, I have the right to designate a successor trustee to myself by delivering a duly acknowledged written instrument to the corporate trustee. According to the Fifth clause of the Will, I may alter, amend or revoke any such designation and the last such designation delivered to the corporate trustee shall be determinative if any issues arise pertaining thereto.
5. I wish to retain my position as Trustee, but seek to designate a successor to succeed me in the event of my death, disability or incapacity (collectively, the "Events"). For purposes of this

document, disability or incapacity shall mean any condition diagnosed by my physician that in his or her opinion, would prevent me from carrying out my fiduciary duties as Trustee indefinitely.

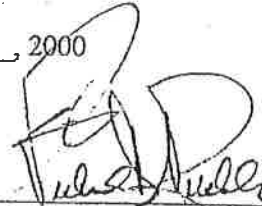
6. Inasmuch as the corporate trustee resigned, this document designating a successor Trustee is being delivered directly to this Court.

Wherefore, I hereby designate my wife, Constance Buckley, of Greenwich, Connecticut, to serve as successor Trustee to myself in the event of the occurrence of one of the Events. Such successor Trustee shall exercise all the duties and powers, discretionary or otherwise, granted to me under the Will, except that a successor shall not have the right to designate a successor to themselves. In the event that Constance Buckley is unwilling or unable to serve as successor Trustee, then I designate Martin Leader, of McLean, Virginia, it being my intention that of the said two persons, only one shall serve as my successor Trustee. This designation shall be subject to my amendment or revocation at any time prior to this Court's appointment of a successor after the occurrence of one of the Events.


Wherefore, the subscriber prays that this Court take notice of and honor, the designations made herein, and appoint one of the individuals named as Trustee, but only upon the occurrence of the Events so specified.

[Signature and Acknowledgement Begins on Page 3]


Dated at Nyc, this 8TH day of MARCH, 2000


Richard D. Buckley, Jr.

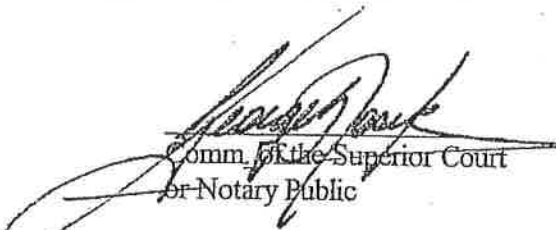
WITNESS


Name: Jos. M. Bilotta
Address: 23-5 TO NIBBART
WESTPONT CT 06880

WITNESS


Name: Bob Bruno
Address: 73 VANDERBICK LANE
Natwah, NJ 07430

Subscribed and sworn to before me this 8TH day of MARCH, 2000,


Comm. of the Superior Court
or Notary Public

My Commission Expires _____

GEORGE G. JOSEPH
Notary Public, State of New York
No. 01JO4843221
Qualified in Kings County
Commission Expires 7-31-01



APPLICATION FOR
CONFIRMATION OF
APPOINTMENT OF
SUCCESSOR
TRUSTEE

STATE OF CONNECTICUT
COURT OF PROBATE

To The Court Of Probate

Region No. 22

Estate Of Richard D. Buckley, Deceased (Date of Death: September 2, 1972)

The subscriber represents that:

1. I, Martha Ann Buckley Fahnoe, a trustee of the Trust under Article THIRD (C) for the benefit of Steven Bradford Buckley (the "Trust"), make this application for confirmation of the appointment of Constance Buckley as successor trustee of the Trust.
2. Richard D. Buckley died on September 2, 1972. Pursuant to Article THIRD (C) of his Last Will and Testament dated May 18, 1970 (the "Will"), the Trust was established for the benefit of his son, Steven Bradford Buckley and his issue.
3. Pursuant to Article FIFTH of the Will, Richard D. Buckley, Jr. Martha Ann Buckley Fahnoe and Bankers Trust Company (the "Corporate Trustee") were appointed as co-trustees of the Trust. Thereafter, the Corporate Trustee renounced its appointment as co-trustee and by Order of the Court of Probate (the "Court") for the District of Washington dated February 6, 1981, John J. Tommaney was appointed as successor trustee. John J. Tommaney continued to serve as such substitute trustee until his death on May 23, 1998. By Order of the Court dated August 9, 2000, the acts and transactions of John J. Tommaney, as such trustee, were approved and allowed as part of the triennial accounting for the period ending December 31, 1999.

4. Pursuant to Article FIFTH of the Will, Steven Bradford Buckley was nominated as a co-trustee of the Trust upon his attaining the age of twenty-one years, and he was appointed on November 28, 1984.

5. Pursuant to Article FIFTH, the requirement of a probate bond is dispensed with because the trustees are excused by the Will from giving bond.

6. Richard D. Buckley, Jr. died on July 31, 2011. A true and correct copy of his death certificate is attached hereto as Exhibit 1. Therefore, the current co-trustees of the Trust are Martha Ann Buckley Fahnoe and Steven Bradford Buckley.

7. In accordance with Article FIFTH of the Will, Richard J. Buckley, Jr. was authorized to designate a successor trustee to himself by delivering a duly acknowledged written instrument to the Corporate Trustee.

8. On March 15, 2000, Richard J. Buckley, Jr. delivered a duly acknowledged written instrument appointing his spouse, Constance Buckley, as his successor directly to the Court because the Corporate Trustee had previously resigned. This document is recorded in Book 0101 at page 143, and a true and correct copy of same is attached hereto as Exhibit 2.

9. Constance Buckley is prepared to fulfill the obligations of the Trust.

The Subscriber respectfully requests a Decree be entered confirming the appointment of Constance Buckley as successor trustee of the Trust under Article THIRD (C) for the benefit of Steven Bradford Buckley.

Under penalties of perjury, the undersigned declares that she has read the foregoing Petition, and the facts alleged herein are true, to the best of her knowledge and belief.

Dated at August, this 24 day of _____, 2011

Martha Ann Buckley Fahnoe
MARTHA ANN BUCKLEY FAHNOE

EXHIBIT 1

REDACTED

EXHIBIT 2

DESIGNATION
OF SUCCESSOR
TRUSTEE

STATE OF CONNECTICUT
COURT OF PROBATE

DATE March 17, 2000
THE WITHIN AND FOREGOING IS A TRUE
AND ATTESTED COPY OF THE ORIGINAL
AS ON FILE WITH SAID COURT.

ATTEST

Victoria M. Libeniske
JUDGE — CLERK

PROBATE COURT, DISTRICT OF
WASHINGTON, CONNECTICUT

To The Court Of Probate, District Of Washington

RECEIVED

District No. 150

Estate Of Richard D. Buckley, Deceased (Date Of Death)

MAR 15 '00

PROBATE COURT, DISTRICT OF
WASHINGTON, CONNECTICUT

8006 0101 PAGE 142

The subscriber represents that:

1. I was appointed an Executor of the will (the "Will") of said deceased, and Trustee of a trust (the "Trust") created under the Third clause of the Will for the benefit of myself and my issue. I am also Trustee of the three trusts created under the Will for the benefit of my sister, Martha Ann Buckley Fanhoe, my brother, Steven Bradford Buckley and my sister, Dana Ellen Buckley, or their respective issue.
2. My sister, Martha Ann Buckley Fanhoe, was also appointed an Executor of the Will and Trustee of all trusts created thereunder.
3. Bankers Trust Company (the "corporate trustee") was nominated in the Fifth clause of the Will as an Executor of the Will and Trustee of all trusts created thereunder, but resigned as Trustee shortly after probate of the will.
4. In accordance with the Fifth clause of the Will, I have the right to designate a successor trustee to myself by delivering a duly acknowledged written instrument to the corporate trustee. According to the Fifth clause of the Will, I may alter, amend or revoke any such designation and the last such designation delivered to the corporate trustee shall be determinative if any issues arise pertaining thereto.
5. I wish to retain my position as Trustee, but seek to designate a successor to succeed me in the event of my death, disability or incapacity (collectively, the "Events"). For purposes of this

document, disability or incapacity shall mean any condition diagnosed by my physician that in his or her opinion, would prevent me from carrying out my fiduciary duties as Trustee indefinitely.

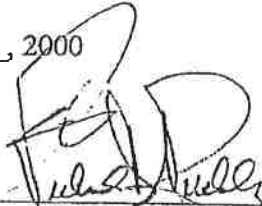
6. Inasmuch as the corporate trustee resigned, this document designating a successor Trustee is being delivered directly to this Court.

Wherefore, I hereby designate my wife, Constance Buckley, of Greenwich, Connecticut, to serve as successor Trustee to myself in the event of the occurrence of one of the Events. Such successor Trustee shall exercise all the duties and powers, discretionary or otherwise, granted to me under the Will, except that a successor shall not have the right to designate a successor to themselves. In the event that Constance Buckley is unwilling or unable to serve as successor Trustee, then I designate Martin Leader, of McLean, Virginia, it being my intention that of the said two persons, only one shall serve as my successor Trustee. This designation shall be subject to my amendment or revocation at any time prior to this Court's appointment of a successor after the occurrence of one of the Events.

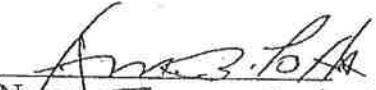
Wherefore, the subscriber prays that this Court take notice of and honor, the designations made herein, and appoint one of the individuals named as Trustee, but only upon the occurrence of the Events so specified.

[Signature and Acknowledgement Begins on Page 3]


Dated at NYC, this 8TH day of MARCH, 2000


Richard D. Buckley, Jr.

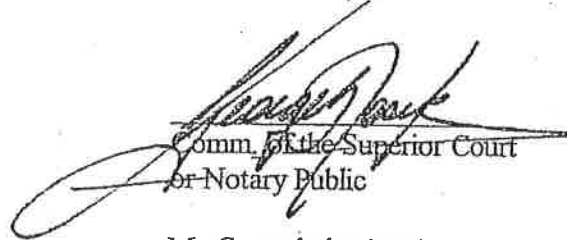
WITNESS


Name: Jos. M. Bitotta
Address: 235 TO N. BAY
WESTPONT CT 06880

WITNESS


Name: Bob Bruno
Address: 73 VANDERBICK LANE
MAHWAH, NJ 07430

Subscribed and sworn to before me this 8TH day of MARCH, 2000,


Comm. of the Superior Court
or Notary Public

My Commission Expires _____

GEORGE G. JOSEPH
Notary Public, State of New York
No. 01JO4843221
Qualified in Kings County
Commission Expires 7-31-01



APPLICATION FOR
CONFIRMATION OF
APPOINTMENT OF
SUCCESSOR
TRUSTEE

STATE OF CONNECTICUT
COURT OF PROBATE

To The Court Of Probate

Region No. 22

Estate Of Richard D. Buckley, Deceased (Date of Death: September 2, 1972)

The subscriber represents that:

1. I, Martha Ann Buckley Fahnoe, a trustee of the Trust under Article THIRD (D) for the benefit of Dana Ellen Buckley (the "Trust"), make this application for confirmation of the appointment of Constance Buckley as successor trustee of the Trust.
2. Richard D. Buckley died on September 2, 1972. Pursuant to Article THIRD (D) of his Last Will and Testament dated May 18, 1970 (the "Will"), the Trust was established for the benefit of his daughter, Dana Ellen Buckley and her issue.
3. Pursuant to Article FIFTH of the Will, Richard D. Buckley, Jr. Martha Ann Buckley Fahnoe and Bankers Trust Company (the "Corporate Trustee") were appointed as co-trustees of the Trust. Thereafter, the Corporate Trustee renounced its appointment as co-trustee and by Order of the Court of Probate (the "Court") for the District of Washington dated February 6, 1981, John J. Tommaney was appointed as successor trustee. John J. Tommaney continued to serve as such substitute trustee until his death on May 23, 1998. By Order of the Court dated August 9, 2000, the acts and transactions of John J. Tommaney, as such trustee, were approved and allowed as part of the triennial accounting for the period ending December 31, 1999.

4. Pursuant to Article FIFTH of the Will, Dana Ellen Buckley was nominated as a co-trustee of the Trust upon her attaining the age of twenty-one years, and she was appointed on February 7, 2007.

5. Pursuant to Article FIFTH, the requirement of a probate bond is dispensed with because the trustees are excused by the Will from giving bond.

6. Richard D. Buckley, Jr. died on July 31, 2011. A true and correct copy of his death certificate is attached hereto as Exhibit 1. Therefore, the current co-trustees of the Trust are Martha Ann Buckley Fahnoe and Dana Ellen Buckley.

7. In accordance with Article FIFTH of the Will, Richard J. Buckley, Jr. was authorized to designate a successor trustee to himself by delivering a duly acknowledged written instrument to the Corporate Trustee.

8. On March 15, 2000, Richard J. Buckley, Jr. delivered a duly acknowledged written instrument appointing his spouse, Constance Buckley, as his successor directly to the Court because the Corporate Trustee had previously resigned. This document is recorded in Book 0101 at page 143, and a true and correct copy of same is attached hereto as Exhibit 2.

9. Constance Buckley is prepared to fulfill the obligations of the Trust.

The Subscriber respectfully requests a Decree be entered confirming the appointment of Constance Buckley as successor trustee of the Trust under Article THIRD (D) for the benefit of Dana Ellen Buckley.

Under penalties of perjury, the undersigned declares that she has read the foregoing Petition, and the facts alleged herein are true, to the best of her knowledge and belief.

Dated at August, this 24 day of _____, 2011

Martha Ann Buckley Fahnoe
MARTHA ANN BUCKLEY FAHNOE

EXHIBIT 1

REDACTED

EXHIBIT 2

DESIGNATION
OF SUCCESSOR
TRUSTEE

STATE OF CONNECTICUT
COURT OF PROBATE

DATE March 17, 2000
THE WITHIN AND FOREGOING IS A TRUE
AND ATTESTED COPY OF THE ORIGINAL
AS ON FILE WITH SAID COURT.

ATTEST

Victoria M. L. Heavins
JUDGE — CLERK

PROBATE COURT, DISTRICT OF
WASHINGTON, CONNECTICUT

To The Court Of Probate, District Of Washington

RECEIVED

District No. 150

Estate Of Richard D. Buckley, Deceased (Date Of Death)

MAR 15 '00

PROBATE COURT, DISTRICT OF
WASHINGTON, CONNECTICUT

BOOK 0101 PAGE 142

The subscriber represents that:

1. I was appointed an Executor of the will (the "Will") of said deceased, and Trustee of a trust (the "Trust") created under the Third clause of the Will for the benefit of myself and my issue. I am also Trustee of the three trusts created under the Will for the benefit of my sister, Martha Ann Buckley Fanhoe, my brother, Steven Bradford Buckley and my sister, Dana Ellen Buckley, or their respective issue.
2. My sister, Martha Ann Buckley Fanhoe, was also appointed an Executor of the Will and Trustee of all trusts created thereunder.
3. Bankers Trust Company (the "corporate trustee") was nominated in the Fifth clause of the Will as an Executor of the Will and Trustee of all trusts created thereunder, but resigned as Trustee shortly after probate of the will.
4. In accordance with the Fifth clause of the Will, I have the right to designate a successor trustee to myself by delivering a duly acknowledged written instrument to the corporate trustee. According to the Fifth clause of the Will, I may alter, amend or revoke any such designation and the last such designation delivered to the corporate trustee shall be determinative if any issues arise pertaining thereto.
5. I wish to retain my position as Trustee, but seek to designate a successor to succeed me in the event of my death, disability or incapacity (collectively, the "Events"). For purposes of this

document, disability or incapacity shall mean any condition diagnosed by my physician that in his or her opinion, would prevent me from carrying out my fiduciary duties as Trustee indefinitely.

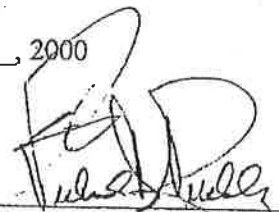
6. Inasmuch as the corporate trustee resigned, this document designating a successor Trustee is being delivered directly to this Court.

Wherefore, I hereby designate my wife, Constance Buckley, of Greenwich, Connecticut, to serve as successor Trustee to myself in the event of the occurrence of one of the Events. Such successor Trustee shall exercise all the duties and powers, discretionary or otherwise, granted to me under the Will, except that a successor shall not have the right to designate a successor to themselves. In the event that Constance Buckley is unwilling or unable to serve as successor Trustee, then I designate Martin Leader, of McLean, Virginia, it being my intention that of the said two persons, only one shall serve as my successor Trustee. This designation shall be subject to my amendment or revocation at any time prior to this Court's appointment of a successor after the occurrence of one of the Events.


Wherefore, the subscriber prays that this Court take notice of and honor, the designations made herein, and appoint one of the individuals named as Trustee, but only upon the occurrence of the Events so specified.

[Signature and Acknowledgement Begins on Page 3]

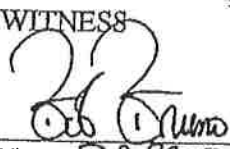
Dated at NYC, this 8TH day of MARCH, 2000


Richard D. Buckley, Jr.

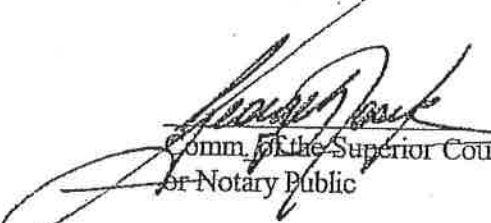
WITNESS


Name: Jas. M. Bilotta
Address: 235 TO NEBUT
WESTPONT CT 06880

WITNESS


Name: Bob Bruno
Address: 73 VANDERBICK LANE
NAHWAK, NJ 07430

Subscribed and sworn to before me this 8TH day of MARCH, 2000,


Comm. of the Superior Court
or Notary Public

My Commission Expires _____

GEORGE G. JOSEPH
Notary Public, State of New York
No. 01JO4843221
Qualified in Kings County
Commission Expires 7-31-01

